

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEXINGTON PRECISION CORP., <u>et al.</u>,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.

08-11153 (MG)

(Jointly Administered)

**ORDER PURSUANT TO SECTIONS 105(a) AND 363(b) OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULE 6004
AUTHORIZING THE DEBTORS TO EMPLOY DEWOLFF,
BOBERG & ASSOCIATES, INC. TO PROVIDE CONSULTING SERVICES**

Upon the Motion, dated June 20, 2008 (the "Motion"), of Lexington Precision Corporation and Lexington Rubber Group, Inc., as debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for an order authorizing the Debtors to employ DeWolff, Boberg & Associates, Inc. ("DeWolff") to provide consulting services pursuant to the engagement letter, dated June ,12, 2008 (the "Engagement Letter"), annexed hereto as Exhibit A, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the United States Trustee for the Southern District of New York, (ii) the attorneys for the agents for the Debtors'

prepetition lenders, (iii) the attorneys for the Debtors' postpetition lenders, (iv) the attorneys for the statutory creditors' committee (the "Committee"), and (v) all other parties entitled to notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Committee having filed a limited objection, dated July 7, 2008 (the "Limited Objection"); and the Debtors having filed a reply, dated July 9, 2008 (the "Reply"), to the Limited Objection; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that objections that have not otherwise been resolved are overruled; and it is further

ORDERED that the Debtors are authorized to employ and compensate DeWolff pursuant to the Engagement Letter for consulting services t; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h),¹ this Order shall be effective immediately upon entry; and it is further

¹ Bankruptcy Rule 6004(h) is an interim bankruptcy rule adopted pursuant to standing General Order M-308 of the United States Bankruptcy Court for the Southern District of New York, signed on October 11, 2005 by Chief Judge Stuart M. Bernstein.

ORDERED that the requirement set forth in Local Bankruptcy Rule 9013-1(b) for the filing of a separate memorandum of law in support of the Motion is satisfied.

Dated: **July 14, 2008**
New York, New York

/s/Martin Glenn
United States Bankruptcy Judge

EXHIBIT A
(Engagement Letter)